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Seth Gillman

4/18/97

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/21/97--01146--001
****293.75 ****293.75

Re: LLC Application/Larkin Community L.C.

Dear Sir/Madam:

Herein enclosed are an original and one (1) copy of the Articles of Incorporation for Larkin Community L.C., and a check for \$293.75, to cover filing fee costs, designation of a registered agent and certificate of status fees.

Please contact me should you require any other materials before you are able to file this application.

Yours very truly,

SETH GILLMAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:13

Done
4/24

Seth Gillman, Esq. ❖ 980 N. Michigan Avenue ❖ Chicago, Illinois 60611

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Larkin Community, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

Please send one check for the total amount made payable to the Florida Department of State.

FROM: Fred Scher, Trustee, Island Trust
Name (Printed or typed)

980 N. Michigan Avenue, Suite 1665
Address

Chicago, Illinois 60611
City, State & Zip

312.337.9000
Daytime Telephone number

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Larkin Community, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**7031 SW 62nd Avenue
Miami, Florida 33143-3441**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

perpetual

ARTICLE IV - Management:

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**Fred Scher, Trustee
Island Trust
980 N. Michigan Avenue
Suite 1665
Chicago, Illinois 60611**

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

No member of the Limited Liability Company may transfer or assign his/her membership interest without the unanimous consent of the remaining members of the Limited Liability Company. Should the member transfer or assign his/her membership interest without the unanimous consent of the remaining members, the transferee or assignee of the interest shall have no right to participate in the management of the business and affairs of the Limited Liability Company or to become a member. This regulation shall be read as being consistent with Sections 608.432 and 608.433 of the Florida Limited Liability Company Act.

The Limited Liability Company shall consider as a substituted member any person who has been assigned a member's interest with the unanimous approval of the remaining members of the Limited Liability Company, consistent with Sections 608.432, 433, 608.434 of the Florida Limited Liability Company Act, or has been admitted all the rights of a member who has died. That substituted member has all the rights and powers and is subject to all the restrictions and liabilities of his assignor, except that the substitution of the assignee does not release the assignor from liability to the Limited Liability Company under 608.4211, 608.426 and 608.4362 of the Florida Limited Liability Company Act.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The Company shall be dissolved and its affairs shall be wound up upon the happening of the first to occur of any of the following events:

- (1) Upon agreement of the members, which shall be in writing and unanimous.
- (2) Upon the death, retirement, resignation, bankruptcy, court declaration of incompetence with respect to, or dissolution of, a member or upon the occurrence of any event that terminates the continued membership of a member in the Limited Liability Company, unless within ninety (90) days after the event there are at least two (2) remaining members and all the remaining members agree to continue the business of the Company.
- (3) Entry of a decree of judicial dissolution
- (4) Any and all events listed in Section 608.441 of the Florida Limited Liability Company Act.

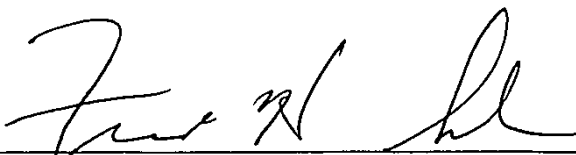
NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____
Larkin Community, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 11,000,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 11,000,000.00
This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Larkin Community, L.C.

2. The name and address of the registered agent and office is:

Charles P. Sacher, Sr./Walton, Lantaff, Shroeder
(NAME)

2655 LeJeune Road, Suite 1101
(P. O. Box NOT ACCEPTABLE)

Coral Gables, Florida 33134
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles P. Sacher
(SIGNATURE)

4/14/97
(DATE)